

RECORDATION NO. 18921-D FILED 1426

DEC 22 1994 -10 00 AM

INTERSTATE COMMERCE COMMISSION

LEASE SUPPLEMENT NO. 2

THIS LEASE SUPPLEMENT NO. 2 dated as of December 22, 1994 between SHAWMUT BANK CONNECTICUT, NATIONAL ASSOCIATION, not individually but solely as Owner Trustee under Ohio Power Trust No. 94-1 ("*Lessor*"), and OHIO POWER COMPANY, an Ohio corporation ("*Lessee*"),

WITNESSETH:

1. Lessor and Lessee have heretofore entered into a Railcar Lease dated as of July 1, 1994 (the "*Lease*") providing for the execution and delivery of Lease Supplements substantially in the form hereof. The terms defined in the Lease shall have the same meanings when used herein.

2. Lessee hereby acknowledges and confirms that on or prior to the date hereof, the Equipment described in Schedule 1 attached hereto has been delivered and assembled. Lessee represents that the Equipment is free and clear of all liens and encumbrances.

3. Lessee hereby certifies that the date of acceptance of the Equipment and commencement of the Lease Term with respect thereto is December 22, 1994.

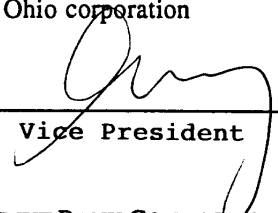
4. Lessee hereby certifies that such Purchase Price for the Equipment as of the date hereof is \$9,779,031.99.

5. Interim Rent for the Equipment is payable in the amount set forth in Section 6(a) of the Lease on December 30, 1994. Fixed Rent, Stipulated Loss Values and Termination Values for the Equipment is payable in the amounts and on the Rent Payment Dates set forth in Schedule 2 attached hereto.

Counterpart No. 2 of 17.

IN WITNESS WHEREOF, Lessor and Lessee have caused this instrument to be executed,
all as of the day and year first above written.

OHIO POWER COMPANY,
an Ohio corporation

By  _____
Its Vice President

SHAWMUT BANK CONNECTICUT, NATIONAL
ASSOCIATION, not individually but solely
as Owner Trustee under Ohio Power Trust
No. 94-1

By _____
Its

STATE OF OHIO)
) SS.:
COUNTY OF FRANKLIN)

On this, the 12th day of December, 1994, before me, a Notary Public in and for said County and State, personally appeared G. P. Maloney, Vice President of OHIO POWER COMPANY, who acknowledged himself to be a duly authorized officer of OHIO POWER COMPANY, and that, as such officer, being authorized to do so, he executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Mary M. Soltesz
Name: Mary M. Soltesz
Notary Public
My Commission Expires: 7-12-99
Residing in Reynoldsburg, OH

STATE OF _____)
) SS.:
COUNTY OF _____)

On this, the _____ day of _____, 1994, before me, a Notary Public in and for said County and State, personally appeared _____, the _____ of SHAWMUT BANK CONNECTICUT, NATIONAL ASSOCIATION, who acknowledged himself to be a duly authorized officer of SHAWMUT BANK CONNECTICUT, NATIONAL ASSOCIATION, and that, as such officer, being authorized to do so, he executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.


Name:
Notary Public
My Commission Expires:
Residing in _____

IN WITNESS WHEREOF, Lessor and Lessee have caused this instrument to be executed,
all as of the day and year first above written.

OHIO POWER COMPANY,
an Ohio corporation

By _____
Its

SHAWMUT BANK CONNECTICUT, NATIONAL
ASSOCIATION, not individually but solely
as Owner Trustee under Ohio Power Trust
No. 94-1

By  _____
Its **ALAN B. COFFEY**
ASSISTANT VICE PRESIDENT

STATE OF _____)
) SS.:
COUNTY OF _____)

On this, the _____ day of _____, 1994, before me, a Notary Public in and for said County and State, personally appeared _____, the _____ of OHIO POWER COMPANY, who acknowledged himself to be a duly authorized officer of OHIO POWER COMPANY, and that, as such officer, being authorized to do so, he executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF CONNECTICUT)
) SS.:
COUNTY OF HARTFORD)

On this, the 12th day of December, 1994, before me, a Notary Public in and for said County and State, personally appeared ALAN B. COFFEY, the ASSISTANT VICE PRESIDENT of SHAWMUT BANK CONNECTICUT, NATIONAL ASSOCIATION, who acknowledged himself to be a duly authorized officer of SHAWMUT BANK CONNECTICUT, NATIONAL ASSOCIATION, and that, as such officer, being authorized to do so, he executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Dawn P. Heintz
Name: **DAWN P. HEINTZ**
Notary Public **NOTARY PUBLIC**
My Commission Expires: **MY COMMISSION EXPIRES MAY 31, 1997**
Residing in SIMSBURY, CT

DESCRIPTION OF EQUIPMENT

189 new 120-ton aluminum-bodied, rapid discharge bottom-dump open hopper railcars suitable for carrying coal, as more specifically described below:

CAR INITIALS	CAR NUMBERS
AEPX	8196
AEPX	8197
AEPX	8198
AEPX	8199
AEPX	8200
AEPX	8201
AEPX	8202
AEPX	8203
AEPX	8204
AEPX	8205
AEPX	8206
AEPX	8207
AEPX	8208
AEPX	8209
AEPX	8210
AEPX	8211
AEPX	8212
AEPX	8213
AEPX	8214
AEPX	8215
AEPX	8216
AEPX	8217
AEPX	8218
AEPX	8219
AEPX	8220
AEPX	8221
AEPX	8222
AEPX	8223
AEPX	8224
AEPX	8225
AEPX	8226
AEPX	8227
AEPX	8228
AEPX	8229
AEPX	8230
AEPX	8231
AEPX	8232
AEPX	8233
AEPX	8234

SCHEDULE 1
(to Lease Supplement No. 2)

CAR INITIALS

CAR NUMBERS

AEPX	8235
AEPX	8236
AEPX	8237
AEPX	8238
AEPX	8239
AEPX	8240
AEPX	8241
AEPX	8242
AEPX	8243
AEPX	8244
AEPX	8245
AEPX	8246
AEPX	8247
AEPX	8248
AEPX	8249
AEPX	8250
AEPX	8251
AEPX	8252
AEPX	8253
AEPX	8254
AEPX	8255
AEPX	8256
AEPX	8257
AEPX	8258
AEPX	8259
AEPX	8260
AEPX	8261
AEPX	8262
AEPX	8263
AEPX	8264
AEPX	8265
AEPX	8266
AEPX	8267
AEPX	8268
AEPX	8269
AEPX	8270
AEPX	8271
AEPX	8272
AEPX	8273
AEPX	8274
AEPX	8275
AEPX	8276
AEPX	8277
AEPX	8278
AEPX	8279
AEPX	8280

CAR INITIALS

CAR NUMBERS

AEPX	8281
AEPX	8282
AEPX	8283
AEPX	8284
AEPX	8285
AEPX	8286
AEPX	8287
AEPX	8288
AEPX	8289
AEPX	8290
AEPX	8291
AEPX	8292
AEPX	8293
AEPX	8294
AEPX	8295
AEPX	8296
AEPX	8297
AEPX	8298
AEPX	8299
AEPX	8300
AEPX	8301
AEPX	8302
AEPX	8303
AEPX	8304
AEPX	8305
AEPX	8306
AEPX	8307
AEPX	8308
AEPX	8309
AEPX	8310
AEPX	8311
AEPX	8312
AEPX	8313
AEPX	8314
AEPX	8315
AEPX	8316
AEPX	8317
AEPX	8318
AEPX	8319
AEPX	8320
AEPX	8321
AEPX	8322
AEPX	8323
AEPX	8324
AEPX	8325
AEPX	8326

CAR INITIALS

CAR NUMBERS

AEPX	8327
AEPX	8328
AEPX	8329
AEPX	8330
AEPX	8331
AEPX	8332
AEPX	8333
AEPX	8334
AEPX	8335
AEPX	8336
AEPX	8337
AEPX	8338
AEPX	8339
AEPX	8340
AEPX	8341
AEPX	8342
AEPX	8343
AEPX	8344
AEPX	8345
AEPX	8346
AEPX	8347
AEPX	8348
AEPX	8349
AEPX	8350
AEPX	8351
AEPX	8352
AEPX	8353
AEPX	8354
AEPX	8355
AEPX	8356
AEPX	8357
AEPX	8358
AEPX	8359
AEPX	8360
AEPX	8361
AEPX	8362
AEPX	8363
AEPX	8364
AEPX	8365
AEPX	8366
AEPX	8367
AEPX	8368
AEPX	8369
AEPX	8370
AEPX	8371
AEPX	8372

CAR INITIALS

CAR NUMBERS

AEPX	8373
AEPX	8374
AEPX	8375
AEPX	8376
AEPX	8377
AEPX	8378
AEPX	8379
AEPX	8380
AEPX	8381
AEPX	8382
AEPX	8383
AEPX	<u>8384</u>
TOTAL CARS	189

SCHEDULE OF FIXED RENT

RENT INSTALLMENT
FOR THE ITEM OF EQUIPMENT EQUAL TO
PURCHASE PRICE OF THE ITEM OF
EQUIPMENT TIMES THE FOLLOWING
FIXED RENT FACTOR

RENT
PAYMENT DATE

30-Dec-94	0.0000000%
30-Jun-95	3.8285599%
30-Dec-95	3.8285599%
30-Jun-96	3.8285599%
30-Dec-96	3.8285599%
30-Jun-97	3.8285599%
30-Dec-97	3.8285599%
30-Jun-98	3.8285599%
30-Dec-98	3.8285599%
30-Jun-99	3.8285599%
30-Dec-99	3.8285599%
30-Jun-00	3.8285599%
30-Dec-00	3.8285599%
30-Jun-01	3.8285599%
30-Dec-01	3.8285599%
30-Jun-02	3.8285599%
30-Dec-02	3.8285599%
30-Jun-03	3.8285599%
30-Dec-03	3.8285599%
30-Jun-04	3.8285599%
30-Dec-04	3.8285599%
30-Jun-05	3.8285599%
30-Dec-05	3.8285599%
30-Jun-06	3.8285599%
30-Dec-06	3.8285599%
30-Jun-07	3.8285599%
30-Dec-07	3.8285599%
30-Jun-08	3.8285599%
30-Dec-08	3.8285599%
30-Jun-09	3.8285599%
30-Dec-09	3.8285599%
30-Jun-10	3.8285599%
30-Dec-10	3.8285599%
30-Jun-11	3.8285599%
30-Dec-11	3.8285599%
30-Jun-12	3.8285599%
30-Dec-12	3.8285599%
30-Jun-13	3.8285599%
30-Dec-13	3.8285599%
30-Jun-14	3.8285599%
30-Dec-14	3.8285599%

SCHEDULE 2
(to Lease Supplement No. 1)

SCHEDULE OF
STIPULATED LOSS VALUE AND TERMINATION VALUE

RENT PAYMENT DATE	STIPULATED LOSS VALUE OR TERMINATION VALUE, AS A PERCENT OF THE PURCHASE PRICE OF THE ITEM OF EQUIPMENT (IN ADDITION TO FIXED RENT INSTALLMENT FOR SUCH ITEM OF EQUIPMENT DUE ON SUCH DATE)
30-Dec-94	102.7891316%
30-Jun-95	102.9793294%
30-Dec-95	102.9077507%
30-Jun-96	102.6182614%
30-Dec-96	102.1339083%
30-Jun-97	101.4844696%
30-Dec-97	100.6878423%
30-Jun-98	99.7636314%
30-Dec-98	98.7261881%
30-Jun-99	97.5832806%
30-Dec-99	96.3219735%
30-Jun-00	94.9495111%
30-Dec-00	93.4685223%
30-Jun-01	91.9280600%
30-Dec-01	90.3262301%
30-Jun-02	88.6605976%
30-Dec-02	86.9286306%
30-Jun-03	85.1285977%
30-Dec-03	83.2829345%
30-Jun-04	81.3909705%
30-Dec-04	79.4587892%
30-Jun-05	77.4782187%
30-Dec-05	75.4555581%
30-Jun-06	73.3822515%
30-Dec-06	71.2649697%
30-Jun-07	69.1051520%
30-Dec-07	66.9111961%
30-Jun-08	64.6738294%
30-Dec-08	62.4024921%
30-Jun-09	60.0872481%
30-Dec-09	57.7383920%
30-Jun-10	55.3452765%
30-Dec-10	52.9191243%
30-Jun-11	50.4485256%
30-Dec-11	47.9457120%
30-Jun-12	45.3984551%
30-Dec-12	42.8200830%
30-Jun-13	40.1974892%
30-Dec-13	37.5451903%
30-Jun-14	34.8875701%
30-Dec-14	32.5000000%